

## CRAVATH, SWAINE &amp; MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

## TELEX

RCA 233663

WUD 125547

WUI 620976

## CABLE ADDRESSES

CRAVATH, N. Y.

CRAVATH, PARIS

CRAVATH, LONDON E. C. 2

No. DEC 31 1980  
 Date.....  
 Fee \$10.00  
 ICC Washington, D. C.

RECORDATION NO. 11996-2  
 FILED 1425

DEC 31 1980 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

December 29, 1980

Amendment Agreement Dated as of December 15, 1980  
Amending Conditional Sale Agreement  
Filed under Recordation No. 11996 and  
Lease Filed under Recordation No. 11996-B

Dear Madam:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of The Dow Chemical Company for filing and recordation counterparts of the following document:

Amendment Agreement dated as of December 15, 1980, among The Dow Chemical Company, as Lessee, Mercantile-Safe Deposit and Trust Company, as Agent, First Security State Bank, as Vendee, and General Motors Corporation (Electro-Motive Division), as Builder.

The Amendment Agreement amends a Conditional Sale Agreement dated as of June 15, 1980, previously filed and recorded with the Interstate Commerce Commission on July 14, 1980, at 3:30 p.m., Recordation Number 11996 and a Lease of Railroad Equipment dated as of June 15, 1980, previously filed and recorded as above with the Interstate Commerce Commission on July 14, 1980, at 3:30 p.m., Recordation Number 11996-B.

BRANCH  
 DOCKET FILES  
 DEC 31 10 17 AM '80

RALPH L. MCAFEE  
 HENRY W. DEKOSMIAN  
 ALLEN F. MAULSBY  
 STEWARD R. BROSS, JR.  
 HENRY P. RIORDAN  
 JOHN R. HUPPER  
 SAMUEL C. BUTLER  
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 ROBERT F. MULLEN  
 ALLEN FINKELSON  
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 JOSEPH A. MULLINS  
 MAX R. SHULMAN  
 WILLIAM P. DICKEY  
 STUART W. GOLD  
 JOHN W. WHITE  
 JOHN E. BEERBOWER

COUNSEL  
 MAURICE T. MOORE  
 CARLYLE E. MAW

ROSWELL L. GILPATRICK  
 ALBERT R. CONNELLY  
 L. R. BRESLIN, JR.  
 GEORGE B. TURNER  
 FRANK H. DETWEILER  
 GEORGE O. TYLER  
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33 THROGMORTON STREET  
 LONDON, EC2N 2BR, ENGLAND  
 TELEPHONE: 1-606-1421  
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*Handwritten:* This one is 11996-D  
*Signature:* Allan C. May  
*Signature:* C. O. O'Connell

The Amendment Agreement amends the Conditional Sale Agreement and the Lease to correct the Lessee's identification numbers for two GM locomotives.

→ Please file and record the Amendment Agreement submitted with this letter and assign it Recordation Number 11996-D.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for the Amendment Agreement.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the document be delivered to the bearer of this letter.

Very truly yours,



Jeffrey M. Stein  
as Agent for The Dow  
Chemical Company

Ms. Agatha L. Mergenovich,  
Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

Encls.

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/31/80

OFFICE OF THE SECRETARY

**Jeffrey M. Stein**  
**Cravath, Swaine & Moore**  
**One Chase Manhattan Plaza**  
**New York, N.Y. 10005**

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **12/31/80** at **10:20am**, and assigned re-recording number(s). **11996-D**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

DEC 31 1980 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of December 15, 1980, among THE DOW CHEMICAL COMPANY (the "Lessee"), MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY (the "Agent"), FIRST SECURITY STATE BANK (the "Vendee") and General Motors Corporation (Electro-Motive Division) (the "Builder").

WHEREAS the Vendee and the Builder have entered into a Conditional Sale Agreement dated as of June 15, 1980 (the "CSA");

WHEREAS the Builder and the Agent have entered into an Agreement and Assignment dated as of June 15, 1980 (the "Assignment");

WHEREAS the CSA and the Assignment were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on July 14, 1980, and were assigned recordation numbers 11996 and 11996-A, respectively;

WHEREAS the Vendee and the Lessee have entered into a Lease of Railroad Equipment dated as of June 15, 1980 (the "Lease");

WHEREAS the Vendee and the Agent have entered into an Assignment of Lease and Agreement dated as of June 15, 1980 (the "Lease Assignment");

WHEREAS the Lease and the Lease Assignment were

filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on July 14, 1980, and were assigned recordation numbers 11996-B and 11996-C, respectively;

WHEREAS the parties hereto have agreed, subject to the terms and conditions hereof, to amend the CSA, the Assignment, the Lease and the Lease Assignment as hereinafter provided.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Annex B to the Conditional Sale Agreement is hereby amended and restated in its entirety as shown in Exhibit A hereto.

2. Schedule A to the Lease is hereby amended and restated in its entirety as shown in Exhibit B hereto.

3. The Assignment and the Lease Assignment are hereby amended to permit the aforesaid amendment to the CSA and the Lease as though originally set forth therein.

4. The Lessee will promptly cause this Amendment Agreement to be filed in accordance with the provisions of § 15 of the Lease.

5. Except as amended hereby, the CSA, the Lease, the Assignment and the Lease Assignment shall remain unaltered and in full force and effect.

6. The terms of this Amendment Agreement and all

rights and obligations hereunder to the extent that they relate to the CSA, the Lease Assignment and the Assignment shall be governed by and construed in accordance with the laws of the State of Utah and to the extent that they relate to the Lease shall be construed in accordance with the laws of the State of Michigan; provided, however, that the parties shall be entitled to all rights conferred by 49 U.S.C. § 11303.

7. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

THE DOW CHEMICAL COMPANY,

by L. J. Williams  
Vice President

TDB

by Emery L. Stern  
his attorney in fact

[Corporate Seal]

Attest:

Luis J. Haerlein  
Assistant Secretary

FIRST SECURITY STATE BANK,

by

[Seal]

\_\_\_\_\_  
Authorized Officer

Attest:

\_\_\_\_\_  
Authorized Officer

MERCANTILE-SAFE DEPOSIT AND  
TRUST COMPANY, as Agent,

by

[Corporate Seal]

\_\_\_\_\_  
Assistant Vice President

Attest:

\_\_\_\_\_  
Corporate Trust Officer

GENERAL MOTORS CORPORATION,  
(Electro-Motive Division),

by

[Corporate Seal]

\_\_\_\_\_  
Vice President

Attest:

\_\_\_\_\_  
Assistant Secretary

STATE OF MICHIGAN, )  
 ) ss.:  
COUNTY OF MIDLAND, )

On this 29th day of December 1980, before me Attorney in  
personally appeared Emery L. Stora, to me per- fact for  
sonally known, who being by me duly sworn, says that he is a  
Vice President of THE DOW CHEMICAL COMPANY, that one of the  
seals affixed to the foregoing instrument is the corporate  
seal of said Corporation and that said instrument was signed  
and sealed on behalf of said Corporation by authority of its  
Board of Directors and he acknowledged that the execution of  
the foregoing instrument was the free act and deed of said  
Corporation.

[Notarial Seal]

## My Commission Expires

Jack E. Yarnell  
Notary Public  
Acting in Midland County, Michigan  
RAYE E. YARNELL  
Notary Public, Bay County, Michigan  
My Commission Expires June 10, 1984

STATE OF UTAH, )  
COUNTY OF SALT LAKE,) ss.:

On this                    day of December 1980, before me personally appeared                    , to me personally known, who being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY STATE BANK, that one of the seals affixed to the foregoing instrument is the seal of said bank and that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

[Notarial Seal]

## My Commission Expires

Notary Public



STATE OF MARYLAND, )  
 ) ss.:  
CITY OF BALTIMORE, )

On this            day of December 1980, before me personally appeared            , to me personally known, who being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instruments is the corporate seal of said Corporation and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

## My Commission Expires

STATE OF ILLINOIS,) )  
COUNTY OF COOK, ) ss.:

On this                    day of December 1980, before me personally appeared                    , to me personally known, who, being by me duly sworn, says that he is a Vice President of GENERAL MOTORS CORPORATION (Electro-Motive Division), that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

## My Commission Expires

ANNEX B  
TO  
CONDITIONAL SALE AGREEMENT

Type	AAR Mechanical Designation	Builder's Specifi- cations	Builder's Plant	Quantity	Lessee's Identi- fication Numbers (Both Inclusive)	Estimated Unit Base Price	Estimated Total Base Price	Estimated Time and Place of Delivery
<u>General American Transportation Corp.</u>								
111A- 100W6 20,000 gal. capacity tank cars	T	GATX	Sharon, Pa.	6	3258-3263	\$129,000	\$ 774,000	July-Oct. 1980 F.O.B. Builder's Plant
105A- 400W 33,500 gal. capacity tank cars	T	GATX	Sharon, Pa.	58	8169-8226	\$ 81,034	\$4,700,000	July-Oct. 1980 F.O.B. Builder's Plant
105A- 600W 21,000 gal. capacity tank cars	T	GATX	Sharon, Pa.	22	4535-4556	\$ 95,818	\$2,108,000	July-Oct. 1980 F.O.B. Builder's Plant
105A- 300W 11,000 gal., capacity tank cars	T	GATX	Sharon, Pa.	31	4504-4534	\$ 52,935	\$1,641,000	July-Oct. 1980 F.O.B. Builder's Plant
<u>General Motors Corporation (Electro-Motive Division)</u>								
1000 h.p. diesel electric locomotives	SW1001	8070	McCook, Ill.	5	1001-1003 1008- 1009	3 at \$500,000 2 at \$450,000	\$2,400,000	Dec. 1980 F.O.B. McCook, Ill.

EXHIBIT A

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifi- cations</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Identi- fication Numbers (Both Inclusive)</u>	<u>Estimated Unit Base Price</u>	<u>Estimated Total Base Price</u>	<u>Estimated Time and Place of Delivery</u>
<u>ACF Industries, Incorporated</u>								
100 ton CF2980 cu. ft. covered hopper cars			Milton, Pa.	37	DOWX 2674-2710	\$ 42,243	\$1,600,000	July 1980 F.O.B. Builder's Plant

SCHEDULE A TO LEASE  
Specifications of the Equipment

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifi- cations</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Lessee's Identification Numbers (Both Inclusive)</u>	<u>Estimated Unit Base Price</u>	<u>Estimated Total Base Price</u>	<u>Estimated Time and Place of Delivery</u>
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<u>General Motors Corporation (Electro-Motive Division)</u>								
1,000 h.p. diesel electric locomotives	SW 1001	8070	McCook, Illinois	5	1001-1003 1008-1009	3 @ \$500,000 2 @ \$450,000	\$2,400,000	Dec. 1980 f.o.b. McCook, Ill.
<u>ACF Industries, Incorporated</u>								
100 Ton CF 2980 cu.ft. covered hopper cars			Milton, Pa.	37	DOWX 2674-2710	\$ 43,243	\$1,600,000	July 1980 f.o.b. Builder's Plant

EXHIBIT B